

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

Chapter 11

DELPHI CORPORATION, et al.,

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

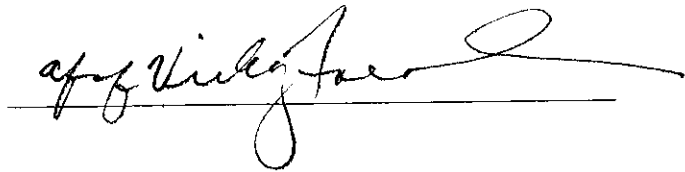
_____ /

AFFIDAVIT OF LEGAL ORDINARY COUNSEL PROFESSIONAL

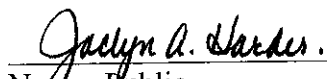
1. I, Afaf Vicky Farah, and my law firm, maintain offices at 201 East Liberty Street, Ann Arbor, MI 48104.
2. Neither I nor my partner, auditor, or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. Afaf Vicky Farah has been represented and advised the Debtors in immigration matters as counsel.
4. The Debtors have requested, and I have agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and I propose, to render the following services to the Debtors: immigration advice and services for certain employees.
5. My current fee arrangement with Delphi is pursuant to letter originally sent to the Delphi Legal Staff in 2000. The fee arrangement has been updated pursuant to letters to Maria Mertens and Sara Phillips in 2005. My current hourly fee is \$250.
6. Except as set forth herein, no promises have been received by me or any other partner, auditor, or member thereof as to compensation in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
7. I have no agreement with any entity to share with such entity any compensation received by the Debtors.

8. I and my partners and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending Chapter 11 cases. I do not and will not represent any such entity in connection with these pending Chapter 11 cases other than to work on immigration matters, and I do not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
9. Neither I nor any partner nor other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates in the matters upon which I am to be engaged.
10. The foregoing constitutes the statement of Afaf Vicky Farah pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT.



Subscribed and sworn to before me
this 7th day of December, 2005



Notary Public

JACLYN A. HARDER
NOTARY PUBLIC WASHTENAW CO., MI
MY COMMISSION EXPIRES Nov 4, 2007

LAW OFFICES
AFAF VICKY FARAH
201 EAST LIBERTY STREET
ANN ARBOR, MICHIGAN 48104
TELEPHONE (734) 663-9813

AFAF VICKY FARAH
KATE JOHNSON

FACSIMILE
(734) 663-2920

November 17, 2000

Sharon Rae Gross, Esq.
Delphi Legal Staff
Delphi Automotive Systems Corporation
Mail Code 483-430-500
1450 W. Long Lake Road
Troy, MI 48007-5052

Dear Ms. Gross:

As you requested during our telephone conversation yesterday, I am providing the following information regarding my fees and services. This letter will serve as a description of my fees and services for various nonimmigrant and immigrant visa procedures.

In most of my work, I charge a "flat" fee for a specific service. Covered in each fee are all clerical, postage, copying, and telephone (excluding international and overseas calls) costs. My flat fees do not include filing fees paid to the Immigration Service, advertisement costs, or fees paid to credential evaluators and/or survey groups.

For a nonimmigrant I-129 petitioning process as is used for the H-1B, temporary worker visa status, I charge \$1,000 per case. My services include:

- 1) Meeting with employee/employer at my office, if possible;
- 2) Preparing Request for Prevailing Wage Form and submitting form to the Michigan Department of Career Development, Employment Service Agency (or appropriate state employment service agency or private survey group);
- 3) Preparing and submitting Labor Condition Application to the United States Department of Labor Regional Office in San Francisco or designated location;
- 4) Preparing a model letter to be completed by the employer offering the position to the employee/prospective employee;
- 5) Reviewing and organizing supporting documentation;
- 6) Completing forms I-129;
- 7) Completing form I-539 for any spouse and/or children, if necessary;
- 8) Filing of I-129 (and I-539, if necessary) with the Immigration and Naturalization Service; and
- 9) Unlimited telephone consultation with employer/beneficiary regarding specific case.

LAW OFFICES

AFAF VICKY FARAH

Sharon Rae Gross, Esq.
November 17, 2000
Page 2

The charge for an extension of an H-1B is usually \$800 per case. This lower fee applies only to individuals whom I assisted in obtaining the original H-1B status.

For a nonimmigrant I-129 petitioning process as is used for an L-1, intracompany transferee visa status, I charge \$1,500 per case. I know that Delphi usually uses its blanket petition approval and would only need an individual petition in the case of an individual who possesses specialized knowledge but lacks a university degree therefore making him/her ineligible for Delphi's blanket petition approval. My services include:

- 1) Meeting with employee/employer at my office, if possible;
- 2) Preparing a model letter to be completed by the employer offering the temporary position to the employee;
- 3) Reviewing and organizing supporting documentation;
- 4) Completing forms I-129;
- 5) Completing form I-539 for any spouse and/or children, if necessary;
- 6) Filing of I-129 (and I-539, if necessary) with the Immigration and Naturalization Service; and
- 7) Unlimited telephone consultation with employee/employer regarding specific case.

My fee for a permanent alien employment certification application is \$1,800. The fee covers the following services:

- 1) Meeting with beneficiary to explain procedures and evaluate requirements for specific application;
- 2) Preparing and completing form ETA 750, Parts A and B, Application for Alien Employment Certification;
- 3) Filing application with the Michigan Department of Career Development, Employment Service Agency (or appropriate state employment service agency);
- 4) Preparing advertisement for professional publication;
- 5) Preparing internal posting notices;
- 6) Responding to all correspondence from the Michigan Department of Career Development, Employment Service Agency (or appropriate state employment service agency) on a specific application;
- 7) Upon consultation with employer, making any additions or corrections to form ETA, if so asked by Michigan Department of Career Development, Employment Service Agency (or appropriate state employment service agency);
- 8) Discussing with employer the suitability of any United States worker who responds to recruitment efforts;

LAW OFFICES
AFAF VICKY FARAH

Sharon Rae Gross, Esq.
November 17, 2000
Page 3

- 9) Helping employer prepare letter to report recruitment results to the Michigan Department of Career Development, Employment Service Agency (or appropriate state employment service agency);
- 10) Preparing packet reporting recruitment results to the Michigan Department of Career Development, Employment Service Agency (or appropriate state employment service agency); and
- 11) Unlimited telephone consultation with employer/beneficiary regarding specific case.

My fee for the immigrant visa petition (I-140) and an Adjustment of Status application is \$1,250 (\$250 for the I-140 petition and \$1,000 for the Adjustment of Status application). The I-140 petition is filed after obtaining the approval of an Application for Alien Employment Certification. Once the I-140 is approved and an individual's priority date is current, an Adjustment of Status application would be filed. Adjustment of Status requires that the beneficiary be in the United States, has never been "out of status," and the beneficiary has not worked illegally in the United States. If for some reason the beneficiary is ineligible for Adjustment of Status or prefers processing for the visa abroad, the charge is also \$1,000.

The fee for my preparing the I-140 and Adjustment of Status application includes:

- 1) Preparing I-140 visa petition to be submitted to the Immigration and Naturalization Service, Lincoln, Nebraska;
- 2) Organizing documentation for the I-140 petition;
- 3) Submitting I-140 visa petition to the Immigration and Naturalization Service, Lincoln, Nebraska;
- 4) Upon approval of the I-140 visa petition, notifying beneficiary of visa availability;
- 5) Preparing forms I-485, G-325A, I-765 (if needed), I-131 (if needed), I-134 (if needed), and 9003;
- 6) Preparing supporting documentation for employer verifying employer's continued willingness to employ beneficiary;
- 7) Filing of forms with Immigration and Naturalization Service, Lincoln, Nebraska; and
- 8) Unlimited telephone consultation with employer/beneficiary regarding specific case.

If subsequent to filing the Adjustment of Status application an individual requires form I-765 and/or form I-131, there will be an additional charge of \$250.

The employee's spouse and/or minor child(ren) need separate Adjustment of Status applications. There is an additional charge for each dependent, i.e.,

LAW OFFICES
AFAF VICKY FARAH

Sharon Rae Gross, Esq.
November 17, 2000
Page 4

spouse/child, of the beneficiary. If the dependent is over the age of 14, thereby requiring more extensive applications and review, I charge \$300. For any dependent younger than 14, I charge \$200. These fees assume that the dependent will be processing for immigration at the same time as the employee.

My fee for the immigrant visa petition (I-140) for a multinational manager or executive, i.e., employment-based first preference, is \$1,500. This procedure is available to individuals who have worked abroad as managers or executives for Delphi Automotive Systems, or an affiliated group, and are coming to the United States to work permanently in a managerial or executive position for Delphi Automotive Systems. If Delphi is pursuing immigration for an individual in this category, my fee for an Adjustment of Status application is \$1,000. If the individual will be processing for the visa abroad, my fee is also \$1,000. Additional charges for each dependent are the same as stated above.

My fee for the immigrant visa petition (I-140) for an outstanding professor/researcher or National Interest Waiver is \$1,500. Again, once the petition is approved, the Adjustment of Status would be initiated. The fees for Adjustment of Status are identical to those stated above. Additional charges for each dependent are also the same as stated above.

Please note that Adjustment of Status procedures for employment-based immigrants rarely require interviews at the local Immigration and Naturalization Service office in Detroit (for Michigan cases). Should an interview be required by the Immigration and Naturalization Service, I will charge my hourly fee of \$200 to attend the interview.

Generally, a complete case for an H-1B costs \$1,000 and for an L-1 costs \$1,500. A complete case for alien employment certification, I-140 petition, and Adjustment of Status costs \$3,050. Finally, though not used as often, an employment-based first-preference case for an executive or manager generally costs \$2,500, as do the cases for outstanding professor/researcher and National Interest Waiver. You can expect that I will provide all legal and procedural advice, coordination, and management of each case.

Though I rarely charge an hourly fee, as explained above, my hourly fee is \$200. An hourly fee may be used for procedures not described above and/or cases with somewhat unusual factors. If I feel a case may necessitate an hourly form of billing, we will discuss this need prior to my initiating any services on the matter.

Finally, you will find enclosed a copy of an outline that I have prepared that describes the steps involved in getting permanent residence based on the alien employment certification process. This outline provides a good overview of the process.

LAW OFFICES
AFAF VICKY FARAH

Sharon Rae Gross, Esq.
November 17, 2000
Page 5

Please do not hesitate to contact me with any questions you have regarding the information in this letter.

Best wishes,

A handwritten signature in black ink, appearing to read 'Vicky Farah', with a long, sweeping horizontal line extending to the right.

Afaf Vicky Farah

AVF/cjs

VIA FACSIMILE

** TX STATUS REPORT **

AS OF NOV 17 2000 10:03 PAGE.01

AFAP VICKY FARAH

	DATE	TIME	TO/FROM	MODE	MIN/SEC	PGS	JOB#	STATUS
16	11/17	10:02	12482675900	UF--S	01'16"	005	026	OK

LAW OFFICES
AFAP VICKY FARAH
201 EAST LIBERTY STREET
ANN ARBOR, MICHIGAN 48104
TELEPHONE (734) 663-9813

AFAP VICKY FARAH
KATE JOHNSON

FACSIMILE
(734) 663-2920

November 17, 2000

Sharon Rae Gross, Esq.
Delphi Legal Staff
Delphi Automotive Systems Corporation
Mail Code 483-430-500
1450 W. Long Lake Road
Troy, MI 48007-5052

Dear Ms. Gross:

As you requested during our telephone conversation yesterday, I am providing the following information regarding my fees and services. This letter will serve as a description of my fees and services for various nonimmigrant and immigrant visa procedures.

In most of my work, I charge a "flat" fee for a specific service. Covered in each fee are all clerical, postage, copying, and telephone (excluding international and overseas calls) costs. My flat fees do not include filing fees paid to the Immigration Service, advertisement costs, or fees paid to credential evaluators and/or survey groups.

For a nonimmigrant I-129 petitioning process as is used for the H-1B, temporary worker visa status, I charge \$1,000 per case. My services include:

- 1) Meeting with employee/employer at my office, if possible;
- 2) Preparing Request for Prevailing Wage Form and submitting form to the Michigan Department of Career Development, Employment Service Agency (or appropriate state employment service agency or private survey group);
- 3) Preparing and submitting Labor Condition Application to the United States Department of Labor Regional Office in San Francisco or designated location;
- 4) Preparing a model letter to be completed by the employer offering the position to the employee/prospective employee;
- 5) Reviewing and organizing supporting documentation;
- 6) Completing forms I-129;
- 7) Completing form I-539 for any spouse and/or children, if necessary;
- 8) Filing of I-129 (and I-539, if necessary) with the Immigration and Naturalization Service; and
- 9) Unlimited telephone consultation with employer/beneficiary regarding specific case.

Subj: Fees
Date: Apr/8/2005 11:01:39 AM Eastern Standard Time
From: AVFESQ
To: maria.t.mertens@delphi.com
File: DELPHI.DOC

Good morning Maria,

You may be aware that I sent letters describing my fees and services to Rae Gross and Ruth Van Leuven over the past few years. In my most recent letter to Ruth, I explained that I would maintain the fees described in my letter until July 1, 2005, i.e., for two years. I have raised my fees for all other clients effective July 1, 2004, but as promised, maintained the lower fees for Delphi until July 1, 2005.

The purpose of this message is to inform you of the fees that will be effective July 1, 2005. Please find attached a list of my fees and services. If I should be providing this information to someone else at Delphi, please let me know.

Please confirm receipt of this message. Please also let me know if this information needs to be conveyed to someone else.

Thanks and regards,

Vicky
Law Offices of Afaf Vicky Farah
201 E. Liberty Street
Ann Arbor, MI 48104
(734) 663-9813 (voice)
(734) 663-2920 (fax)
avfesq@aol.com (e-mail)

The following is a list of my fees and services effective for Delphi effective July 1, 2005:

- 1) H-1B petition. \$ 1,400
- 2) Extension of H-1B status on which I assisted in obtaining original H-1B. \$ 1,200
- 3) Application for permanent alien employment certification. \$ 2,300
- 4) I-140 visa petition that requires an approved labor certification. \$ 350
- 5) Application for Adjustment of Status for principal alien, i.e., Delphi employee. \$ 1,500
- 6) Application for Adjustment of Status for spouse and/or minor child(ren). If dependent is 14 years of age or older. \$ 500
dependent younger than 14. \$ 300

These fees for dependents assume that the dependent will be processing for immigration at the same time as the employee
- 7) I-765 and/or I-131 filed AFTER application for Adjustment of Status was filed
first person requesting I-765 and/or I-131. . \$ 350
for each extra person. \$ 150
- 8) I-140 petition for a multinational manager or executive. \$ 2,000
- 9) I-140 petition for an outstanding professor/researcher or National Interest Waiver. \$ 2,500 - 3,500
- 10) Hourly fee raised from \$200 to \$250.

LAW OFFICES
AFAF VICKY FARAH
201 EAST LIBERTY STREET
ANN ARBOR, MICHIGAN 48104
TELEPHONE (734) 663-9813

AFAF VICKY FARAH
KATE JOHNSON

FACSIMILE
(734) 663-2920

December 5, 2005

Ms. Sara Phillips
Manager, International Services
Delphi Corporation
5825 Delphi Drive
Troy, MI 48098

Dear Ms. Phillips:

Pursuant to our recent telephone conversation, I am providing the following information regarding my fees and services. I am also including a copy of my electronic mail correspondence with Maria Mertens regarding fees and a copy of Maria's acknowledgement. The fees described in this letter are identical to those stated in my correspondence to Maria of April 8, 2005.

In most of my work, I charge a "flat" fee for a specific service. Covered in each fee are all clerical, postage, copying, and telephone costs. My flat fees do not include filing fees paid to governmental agencies, such as Citizenship and Immigration Services, advertisement costs, or fees paid to credential evaluators and/or survey groups.

For a nonimmigrant I-129 petitioning process as is used for the **H-1B, temporary worker** visa status, I charge \$1,400 per case. My services include:

- 1) Meeting with employee/employer at my office, if possible;
- 2) Preparing Request for Prevailing Wage Form and submitting form to the Michigan Department of Labor and Economic Growth (or appropriate state employment service agency or private survey group);
- 3) Preparing and submitting Labor Condition Application;
- 4) Preparing a model letter to be completed by the employer offering the position to the employee/prospective employee;
- 5) Reviewing and organizing supporting documentation;
- 6) Completing forms I-129;
- 7) Completing form I-539 for any spouse and/or children, if necessary;
- 8) Filing of I-129 (and I-539, if necessary) with Citizenship and Immigration Services; and
- 9) Unlimited telephone consultation with employer/beneficiary regarding specific case.

The charge for an extension of an H-1B is usually \$1,200 per case. The fee applies only to individuals whom I assisted in obtaining the original H-1B status.

LAW OFFICES
AFAF VICKY FARAH

Ms. Sara Phillips
December 5, 2005
Page 2

For a nonimmigrant I-129 petitioning process as is used for the **L-1, intracompany transferee** visa status, I charge \$2,000 for an individual petition and \$1,500 for a petition based on a blanket petition approval. As far as I know, Delphi continues to maintain its L-1 blanket petition approval. For an L-1, my services include:

- 1) Analyzing case to determine if L-1A or L-1B is appropriate;
- 2) Preparing a model letter to be completed by the employer offering the temporary position to the employee;
- 3) Reviewing and organizing supporting documentation;
- 4) Completing forms I-129;
- 5) Completing form I-539 for any spouse and/or children, if necessary;
- 6) Filing of I-129 (and I-539, if necessary) with Citizenship and Immigration Services or preparing I-129 and forwarding to prospective employee for submission to a United States consulate or port-of-entry; and
- 7) Unlimited telephone consultation with employee/employer regarding specific case.

The charge for an extension of an L-1 is usually \$1,500 per case. The fee applies only to individuals whom I assisted in obtaining the original L-1 status.

My fee for a **permanent alien employment certification** application is \$2,300. The fee covers the following services:

- 1) Meeting with position supervisor and foreign national beneficiary at Delphi to explain procedures and evaluate requirements for specific application. If a personal meeting is not possible, we would have a conference call to initiate the process;
- 2) Preparing and completing form ETA 9089 (the new PERM application);
- 3) Preparing draft advertisement and forwarding to Delphi for placement;
- 4) Advising on other appropriate recruitment sources for the PERM process;
- 5) Preparing internal posting notices;
- 6) Discussing with employer the suitability of any United States worker who responds to recruitment efforts;
- 7) Upon receiving results of recruitment efforts, prepare draft of recruiting report;
- 8) Organizing documents to be kept with recruiting report for any possible audit by the Department of Labor;
- 9) Filing form ETA 9089 electronically on behalf of Delphi; and

LAW OFFICES
ATAF VICKY FARAH

Ms. Sara Phillips
December 5, 2005
Page 3

- 10) Unlimited telephone consultation with employer/beneficiary regarding specific case.

My fee for assisting in the preparation and filing of the **I-140 visa petition** that requires an approved labor certification is \$350. My fee for the preparation and filing of Adjustment of Status (**I-485**) application is \$1,500. At this time, the I-140 petition and Adjustment of Status application may be filed concurrently. The fee for these combined services, therefore, would be \$1,850.

As you probably know, filing an application for Adjustment of Status requires that the beneficiary be in the United States and has maintained his/her nonimmigrant status since his/her last entry to the United States. If for some reason, the beneficiary is ineligible for Adjustment of Status or prefers processing for the visa abroad, i.e., Consular Processing, the charge is also \$1,500.

The fees for my preparing the I-140 petition and Adjustment of Status application include:

- 1) Preparing I-140 visa petition to be submitted to Citizenship and Immigration Services, Lincoln, Nebraska (or other Service Center);
- 2) Organizing documentation for the I-140 petition;
- 3) Submitting I-140 visa petition to Citizenship and Immigration Services, Lincoln, Nebraska (or other Service Center);
- 4) Preparing forms I-485, G-325A, I-765 (if needed), I-131 (if needed), and I-134 (if needed);
- 5) Preparing supporting documentation for employer verifying employer's continued willingness to employ beneficiary; and
- 6) Filing of forms with Citizenship and Immigration Services, Lincoln, Nebraska (or other Service Center).

The employee's spouse and/or minor child(ren) need separate Adjustment of Status applications. There is an additional charge for each dependent, i.e., spouse/child, of the beneficiary. If the dependent is 14 years of age or older, my fee is \$500. For any dependent younger than 14, I charge \$300. These fees assume that the dependent will be processing for immigration at the same time as the employee.

As explained above, if during the Adjustment of Status process the employee and his/her family members require **I-765** and/or **I-131** applications, I do not charge an extra fee.

I do charge an extra fee, however, if subsequent to filing the Adjustment of Status applications, an I-765 and/or I-131 form are requested. My fee is \$350 for the first person requesting I-765 and/or I-131 applications and \$150 for each extra person. For example,

LAW OFFICES
AFAF VICKY FARAH

Ms. Sara Phillips
December 5, 2005
Page 4

If the employee requested form I-765 and form I-131 subsequent to filing the Adjustment of Status application, I would charge Delphi \$350. If in addition to the employee, his/her spouse wanted these applications prepared and filed, I would charge an additional \$150.

My fee for the immigrant visa petition (**I-140**) for a **multinational manager or executive**, i.e., employment-based first preference, is \$2,000. This procedure is available to individuals who have worked abroad as managers or executives for Delphi, or an affiliated group, and are coming to the United States to work permanently in a managerial or executive position for Delphi. If you are pursuing immigration for an individual in this category, my fee for an Adjustment of Status application is also \$1,500. If the individual will be processing for the visa abroad, my fee is also \$1,500. Additional charges for each dependent are the same as stated above.

My fee for assisting in the preparation and filing of an **I-140 petition for an outstanding professor/researcher or National Interest Waiver** requires a range. These cases have become so complicated and variable that it is difficult to predict an exact fee until the specific case has been assessed. My fee for either the outstanding professor/researcher petition or the National Interest Waiver petition ranges from \$2,500 to \$3,500.

Adjustment of Status charges are identical, i.e., \$1,500 for the principal, \$500 for any dependent 14 years of age or older, and \$300 for each dependent younger than 14.

Please note that Adjustment of Status procedures for employment-based immigrants rarely require interviews at the local Citizenship and Immigration Services office. Should an interview be required by Citizenship and Immigration Services, I will charge my hourly fee of \$250 to attend the interview.

Generally, a complete case for an H-1B costs \$1,400 and for an L-1 costs \$2,000. A complete case for alien employment certification, I-140 petition, and Adjustment of Status (with no dependents) costs \$4,150. Finally, though not used as often, an employment-based first-preference case for an executive or manager generally costs \$3,500. You can expect that I will provide all legal and procedural advice, coordination, and management of each case.

Though I rarely charge an hourly fee, as stated above, my hourly fee is \$250. An hourly fee may be used for procedures not described above and/or cases with somewhat unusual factors. If I feel a case may necessitate an hourly form of billing, we will discuss this need prior to my initiating any services on the matter. Additionally, an hourly fee will be charged when a case is stopped in the middle of the process: I will bill for the time spent.

LAW OFFICES
AFAF VICKY FARAH

Ms. Sara Phillips
December 5, 2005
Page 5

Please call me should you have questions or require additional information
regarding my fees and services.

Best wishes,

A handwritten signature in black ink, appearing to read 'Vicky Farah', with a stylized flourish extending to the right.

Afaf Vicky Farah

AVF/jh
Enclosures